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Attorneys for Defendant
PRICEWATERHOUSECOOPERS LLP

UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF CALIFORNIA

HCL PARTNERS LIMITED PARTNERSHIP, on behalf of itself and all others similarly situated,

Plaintiff,

v.

LEAP WIRELESS INTERNATIONAL, INC., S. DOUGLAS HUTCHESON, AMIN I. KHALIFA, GRANT A. BURTON, MICHAEL B. TARGOFF, JOHN D. HARKEY, ROBERT V. LaPENTA, and PRICEWATERHOUSECOOPERS LLP,

Defendants.

Case No.: 07cv2245 BTM (NLS)

DECLARATION OF LORI LYNN PHILLIPS IN SUPPORT OF PRICEWATERHOUSECOOPERS LLP'S MOTION TO DISMISS PLAINTIFFS' CONSOLIDATED CLASS ACTION COMPLAINT

DATE: November 21, 2008
TIME: 11:00 a.m.
CTRM: 15

The Hon. Barry Ted Moskowitz

KENT CARMICHAEL, Individually and on behalf of all others similarly situated,

Plaintiff,

v.

LEAP WIRELESS INTERNATIONAL, INC., S. DOUGLAS HUTCHESON, AMIN I. KHALIFA, GRANT A. BURTON, MICHAEL B. TARGOFF, JOHN D. HARKEY, ROBERT V. LaPENTA, and PRICEWATERHOUSECOOPERS LLP,

Defendants.

Case No.: 08cv0128 BTM (NLS)

No Oral Argument Unless Requested By The Court

I, Lori Lynn Phillips, declare under penalty of perjury that the following is true and correct:

1. I am an attorney with Heller Ehrman LLP, counsel in the above-captioned litigation for Defendant PricewaterhouseCoopers LLP ("PwC"). I am over the age of 18 years and am competent to testify. I make this declaration in support of the Memorandum of Points and Authorities in Support of Defendant PricewaterhouseCoopers LLP's Motion to Dismiss Plaintiffs' Consolidated Class Action Complaint.

2. Attached hereto at Exhibit A is a true and correct copy of excerpts of the Form 10-K of Leap Wireless International, Inc. for the fiscal year ended December 31, 2005 as filed with the Securities and Exchange Commission on March 27, 2006.

3. Attached hereto at Exhibit B is a true and correct copy of excerpts of the Form 10-Q of Leap Wireless International, Inc. for the quarterly period ended March 31, 2006 as filed with the Securities and Exchange Commission on May 10, 2006.

4. Attached hereto at Exhibit C is a true and correct copy of excerpts of the Form 10-Q of Leap Wireless International, Inc. for the quarterly period ended June 30, 2006 as filed with the Securities and Exchange Commission on August 8, 2006.

5. Attached hereto at Exhibit D is a true and correct copy of excerpts of the Form 10-Q of Leap Wireless International, Inc. for the quarterly period ended September 30, 2006 as filed with the Securities and Exchange Commission on November 9, 2006.

6. Attached hereto at Exhibit E is a true and correct copy of excerpts of the Form 10-K of Leap Wireless International, Inc. for the fiscal year ended December 31, 2006 as filed with the Securities and Exchange Commission on March 1, 2007.

7. Attached hereto at Exhibit F is a true and correct copy of the Sixth Circuit Court of Appeals' opinion filed August 26, 2008 in the matter of *Ley v. Visteon Corp.*

DATED this 28th day of August, 2008 in Seattle, Washington.

s/Lori Lynn Phillips
Lori Lynn Phillips